

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 20-12841 (MFW)
(Jointly Administered)

**NOTICE OF FOURTH AMENDED² AGENDA FOR MATTERS SCHEDULED FOR
TELEPHONIC HEARING ON DECEMBER 28, 2020 AT 12:30 P.M. (ET)**

**THE HEARING WILL BE HELD TELEPHONICALLY VIA
COURTCALL AND, IN CERTAIN CIRCUMSTANCES, BY
VIDEO VIA ZOOM. ONLY THOSE PARTIES THAT WILL
BE ADDRESSING THE COURT SHOULD APPEAR BY
VIDEO VIA ZOOM IN ADDITION TO THEIR COURTCALL
REGISTRATION.**

**TO APPEAR BY VIDEO CONFERENCE, PARTIES SHOULD
USE THE FOLLOWING INFORMATION:
JOIN ZOOMGOV HEARING:
<https://debuscourts.zoomgov.com/j/1605974053>
MEETING ID: 160 597 4053 PASSWORD: 747904**

**PLEASE NOTE: AUDIO MUST BE MUTED IN ZOOM ONCE
CONNECTED.**

COURTCALL, LLC WILL PROVIDE THE AUDIO FOR THE HEARING.

**TO APPEAR TELEPHONICALLY, PARTIES SHOULD CONTACT
COURTCALL, LLC AT 866-582-6878
TO REGISTER THEIR APPEARANCE.**

¹ The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, for which joint administration has been requested, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the proposed claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

² Amended items since the December 23, 2020 hearing appear in bold.

CONTESTED MATTER GOING FORWARD:

1. Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [17](#), Filed November 9, 2020]

Related Documents:

- A. Declaration of Brian Gleason in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief [Docket No. [11](#), Filed November 9, 2020]
- B. Declaration of Richard NeJame in Support of the Bidding Procedures and Sale Motion [Docket No. [26](#), Filed November 9, 2020]
- C. Notice of Filing of Executed Stalking Horse Purchase Agreement [Docket No. [84](#), Filed November 14, 2020]
- D. Order Establishing Bidding Procedures and Granting Related Relief [Docket No. [136](#), Filed November 23, 2020]
- E. Notice of Proposed Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. [137](#), Filed November 23, 2020]
- F. Notice of Potential Assumption and Assignment [Docket No. [146](#), Filed November 25, 2020]
- G. First Supplemental Notice of Potential Assumption and Assignment [Docket No. [210](#), Filed December 4, 2020]
- H. Notice of Filing of First Amendment to Asset Purchase Agreement [Docket No. [235](#), Filed December 4, 2020]
- I. Affidavit of Publication [Docket No. [487](#), Filed December 8, 2020]
- J. Notice of Cancellation of Auction and Designation of Stalking Horse Bidder as Successful Bidder [Docket No. [521](#), Filed December 15, 2020]
- K. Notice of Filing of Proposed Sale Order [Docket No. [522](#), Filed December 15, 2020]
- L. Declaration of Brian Gleason in Support of Sale Motion [Docket No. [526](#), Filed December 18, 2020]

M. Notice of Filing of Revised Proposed Sale Order [Docket No. [542](#), Filed December 22, 2020]

N. **Notice of Continued Hearing on Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [554](#), Filed December 23, 2020]**

O. **Notice of Filing of Revised Proposed Sale Order [Docket No. [558](#), Filed December 27, 2020]**

Sale Objection/Response Deadline: December 14, 2020 at 4:00 p.m. (ET)

Extended to December 15, 2020 at 12:00 p.m. (ET) for certain Local Texas Tax Authorities, RPT Realty L.P. and SCC Market Square LLC

Extended to December 16, 2020 at 4:00 p.m. (ET) for Committee

Sale Objections/Responses Received:

- A. The Debtors received one informal Sale Objection/Response from the Unsecured Creditors' Committee which has been resolved.
- B. Maricopa County Treasurer's Objection to Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [496](#), Filed December 9, 2020]
- C. Limited Objection and Reservation of Rights of Washington Prime Group Inc. to the Proposed Sale of Substantially All of the Debtors' Assets to the

Stalking Horse Bidder [Docket No. [507](#), Filed December 14, 2020]

- D. Denton County, Texas' Objection to Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [508](#), Filed December 14, 2020]
- E. Creditor Broward County's Objection and Notice of Joinder in Maricopa County Treasurer's Objection to Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [509](#), Filed December 14, 2020]
- F. Limited Objection of JEM Investments, Ltd. to the Debtors' Notice of Proposed Sale, Bidding Procedures, Auction, and Sale [Docket No. [510](#), Filed December 14, 2020]
- G. Supplemental Objection of FRIT Cocowalk Owners, LLC to the Adequate Assurance of Future Performance Information Submitted by the Stalking Horse Bidder [Docket No. [511](#), Filed December 14, 2020]
- H. Objection of Midlo Properties, LLC to Proposed Form of Adequate Assurance Provided by Stalking Horse Bidder [Docket No. [512](#), Filed December 14, 2020]
- I. Preliminary Objection of Jason Blank, Individually and on behalf of Similarly Situated Class Members, to the Sale Motion [Docket No. [513](#), Filed December 14, 2020]
- J. Limited Objection of Regency Centers L.P. to the Proposed Sale of Substantially All of the Debtors' Assets to the Stalking Horse Bidder [Docket No. [514](#), Filed December 14, 2020]
- K. Limited Objection of Rick Berks, Christy Berks-Stross, and Jason Stross to

Proposed Sale of Substantially All of the Debtors' Assets and Proposed Assumption and Assignment of Executory Contracts [Docket No. [515](#), Filed December 14, 2020]

- L. Objection of Local Texas Tax Authorities to Sale of Debtors' Property [Docket No. [516](#), Filed December 15, 2020]
- M. Joinder and Supplemental Objection of Gator Antoine Partners, LLP, Gator Argate Gainesville, LLC, Gateway Retail Center, LLC, Gator Flower Mound, LLC, Gator Green Acres, Ltd., and Gator Shelby Partners, Ltd. to the Adequate Assurance of Future Performance Information Submitted by the Stalking Horse Bidder [Docket No. [517](#), Filed December 15, 2020]
- N. Objection of RPT Realty, L.P. to Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [518](#), Filed December 15, 2020]
- O. Objection of SCC Market Square LLC to Debtors' Motion for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreement, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, and (E) Scheduling a Hearing to Consider the Proposed Sale; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. [519](#), Filed December 15, 2020]
- P. Debtors' Omnibus Reply in Support of Sale Motion [Docket No. [527](#), Filed December 18, 2020]
- Q. Omnibus Response of BGC Lender Rep LLC on Behalf of the Prepetition Secured Parties and DIP Lenders and YF FC Acquisition LLC's to the Objections of (A) Jason Blank, Individually and on Behalf of Similarly Situated Class Members, (B) Rick Berks, Christy Berks-Stross, and Jason Stross, (C) Certain Landlords, and (D) the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order Approving the Sale of Substantially All of the Debtors' Assets and Joinder in the Debtors' Reply to

the Same [Docket No. [528](#), Filed December 18, 2020]

- R. Objection of Jason Blank, Individually and on Behalf of Similarly Situated Class Members, to Sale Motion, Declaration of Brian Gleason in Support of Sale Motion, the Debtors' Omnibus Reply in Support of Sale Motion, and BGC Lender Rep, LLC's Omnibus Response in Support of Sale Motion [Docket No. [531](#), Filed December 21, 2020]
- S. Supplemental Declaration of Richard NeJame in Support of Sale Motion [Docket No. [532](#), Filed December 21, 2020]
- T. [Sealed] Declaration of Kam Miramadi of Mackinac Partners Regarding Adequate Assurance of Future Performance and in Support of the Sale of Substantially All of the Debtors' Assets [Docket No. [535](#), Filed December 22, 2020]
- U. Notice of Filing of Redacted Declaration of Kam Miramadi of Mackinac Partners Regarding Adequate Assurance of Future Performance and in Support of the Sale of Substantially All of the Debtors' Assets [Docket No. [536](#), Filed December 22, 2020]
- V. Informal comment from the United States Trustee

Cure Objection/Response Deadline: December 4, 2020 by 4:00 p.m. (ET)

Cure Objections/Responses Received:

- A. The Debtors received three informal Cure Objections/Responses from counterparties on executory contracts and unexpired leases which have all been resolved.
- B. EBLR, LLC's Objection to Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [171](#), Filed December 2, 2020]
- C. Objection of Cigna to Notice of Potential Assumption and Assignment [Docket No. [174](#), Filed December 2, 2020]
- D. Objection of Midlo Properties, LLC to Assumption and Assignment of Lease of Real Property [Docket No. [203](#), Filed December 3, 2020]
- E. Limited Objection of Simon Property Group, L.P. to Debtors' Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [204](#), Filed December 3, 2020]
- F. Objection of Gator Argate Gainesville, LLC, Gateway Retail Center, LLC and Gator Green Acres, Ltd. to Notice of Potential Assumption and Assignment [Docket No. [213](#), Filed December 4, 2020]

- G. Objection and Reservation of Rights of Washington Prime Group Inc. to the Notice of Potential Assumption and Assignment [Docket No. [215](#), Filed December 4, 2020]
- H. Combined Objection of FRIT Cocowalk Owners, LLC to Debtors' Notice of Potential Assumption and Assignment and Cure Notice [Docket No. [216](#), Filed December 4, 2020]
- I. Limited Objection and Reservation of Rights of Landlord to Notice of Cure Amounts [Docket No. [217](#), Filed December 4, 2020]
- J. Objection of the Promenade Plaza Partnership to Debtors' Proposed Cure Amount [Docket No. [218](#), Filed December 4, 2020]
- K. Limited Objection of Regency Centers L.P. to Cure Amounts and Proposed Assumption and Assignment of Leases [Docket No. [219](#), Filed December 4, 2020]
- L. Puffin Management, Inc. f/k/a T.J. Health & Fitness, Inc.'s Objection to Notice to Contract Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. [220](#), Filed December 4, 2020]
- M. Objection of SCC Market Square LLC and RPT Realty, L.P. to Notice of Potential Assumption and Assignment [Docket No. [221](#), Filed December 4, 2020]
- N. Limited Objection of Kimco Realty to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Docket No. [222](#), Filed December 4, 2020]
- O. Limited Objection by Landlord Selig Enterprises, Inc. to Debtors' Notice of Potential Assumption and Assignment [Docket No. [223](#), Filed December 4, 2020]
- P. Response and Limited Objection of Weingarten Realty Investors and WRI JT Northridge, LP to Debtors' Notice of Potential Assumption and Assignment and Cure Notice [Docket No. [224](#), Filed December 4, 2020]
- Q. CH Realty VII/R Orlando Altamonte, L.L.C.'s Objection to Proposed Cure Amount and Reservation of Rights with Respect to Notice of Potential Assumption and Assignment [Docket No. [229](#), Filed December 4, 2020]
- R. Westwood Plaza, LLC's Limited Objection to Notice of Potential Assumption and Assignment and Reservation of Rights of Cure Amounts [Docket No. [230](#), Filed December 4, 2020]

- S. Limited Objection of Petinos, LLC to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amounts [Docket No. [233](#), Filed December 4, 2020]
- T. Objection of Shiloh Station LLC to Debtors' Notice of Potential Assumption and Assignment [Docket No. [240](#), Filed December 7, 2020]
- U. Objection of Mosaic Oxbridge Owners, LLC to Notice of Potential Assumption and Assignment [Docket No. [248](#), Filed December 7, 2020]
- V. Objection of Carrollwood Partners LLC to Debtors' Notice of Potential Assumption and Assignment [Docket No. [498](#), Filed December 10, 2020]

Status: This matter is going forward, as continued from the hearing held on December 23, 2020.

ADDITIONAL MATTERS GOING FORWARD:

- 2. Buyer's Motion for Entry of an Order Authorizing Buyer to File Under Seal and Redact an Exhibit to the Declaration of Kam Miramadi of Mackinac Partners Regarding Adequate Assurance of Future Performance [Docket No. [537](#), Filed December 22, 2020]

Responses Received: None as of the filing of this agenda.

Related Document:

- A. Order Authorizing Buyer to File Under Seal and Redact an Exhibit to the Declaration of Kam Miramadi of Mackinac Partners Regarding Adequate Assurance of Future Performance [Docket No. [552](#), Filed December 23, 2020]

Status: An order has been entered on this matter.

- 3. Motion of the Debtors for Entry of an Order (I) Amending the DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein and (II) Granting Related Relief [Docket No. [556](#), Filed December 27, 2020]

Related Documents:

- A. Debtors' Motion to Shorten Notice Period for Motion of the Debtors for Entry of an Order (I) Amending the DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein and (II) Granting Related Relief [Docket No. [557](#), Filed December 27, 2020]
- B. Order Shortening Notice Period for Motion of the Debtors for Entry of

an Order (I) Amending the DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein and (II) Granting Related Relief [Docket No. [559](#), Filed December 28, 2020]

C. Notice of Hearing [Docket No. [560](#), Filed December 28, 2020]

Status: This matter is going forward.

Dated: December 28, 2020

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: melorod@gtlaw.com

-and-

Nancy A. Peterman (admitted *pro hac vice*)
Eric Howe (admitted *pro hac vice*)
Nicholas E. Ballen (admitted *pro hac vice*)
77 West Wacker Dr., Suite 3100
Chicago, Illinois 60601
Telephone: (312) 456-8400
Facsimile: (312) 456-8435
Email: petermann@gtlaw.com
howee@gtlaw.com
ballenn@gtlaw.com

*Counsel for the Debtors and
Debtors in Possession*